

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	Case No. 08-13555 (SCC)
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	
	:	
Debtors.	:	
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LEHMAN BROTHERS HOLDINGS INC., LEHMAN	:	
BROTHERS SPECIAL FINANCING INC., LEHMAN	:	
BROTHERS COMMODITY SERVICES INC., LEHMAN	:	
BROTHERS COMMERCIAL CORPORATION, and	:	
OFFICIAL COMMITTEE OF UNSECURED	:	
CREDITORS OF LEHMAN BROTHERS HOLDINGS	:	Adversary Proceeding
INC., <i>et al.</i>	:	No.: 12-01874 (SCC)
Plaintiffs,	:	
	:	
v.	:	
	:	
JPMORGAN CHASE BANK, N.A., J.P. MORGAN MARKETS	:	
LIMITED (F/K/A BEAR STEARNS INTERNATIONAL	:	
LIMITED), J.P. MORGAN SECURITIES LTD., J.P. MORGAN	:	
VENTURES ENERGY CORPORATION, JP MORGAN CHASE	:	
AND CO., JPMORGAN BANK DUBLIN (F/K/A BEAR	:	
STEARNS BANK PLC), BEAR STEARNS CREDIT	:	
PRODUCTS INC. and BEAR STEARNS FOREX INC.	:	
Defendants.	:	
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**ORDER GRANTING MOTION OF LEHMAN BROTHERS HOLDINGS INC. AND  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO FED. R.  
BANKR. P. 9019 AND 11 U.S.C. § 105(A), FOR ENTRY OF ORDER APPROVING  
SETTLEMENT AGREEMENT WITH JPMORGAN CHASE BANK, N.A. AND  
CERTAIN OF ITS AFFILIATES WITH RESPECT TO AVOIDANCE ACTION AND  
DERIVATIVES CLAIMS OBJECTIONS AND GRANTING RELATED RELIEF**

Upon the motion, dated January 25, 2016 (the “Motion”)<sup>1</sup>, of Lehman Brothers Holdings Inc. (“LBHI” and the “Plan Administrator”), as Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated

<sup>1</sup> Capitalized terms that are used but not defined in this Order have the meanings ascribed to them in the Motion.

Debtors [ECF No. 23023-1], on behalf of itself, Lehman Brothers Special Financing Inc. (“LBSF”), Lehman Brothers Commercial Corp. (“LBCC”), and Lehman Brothers Commodity Services Inc. (“LBCS,” and, with LBHI, LBSF, LBCC and LBCS, the “Lehman Parties”), together with the Official Committee of Unsecured Creditors, through its Litigation Subcommittee (the “Committee,” and together with LBHI, the “Movants”), pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) for approval of a settlement agreement among the Plan Administrator, on behalf of the Lehman Parties, and JPMorgan Chase Bank, N.A. (“JPMCB”) and the other JPMorgan Parties, all as more fully described in the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [ECF No. 2837]; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Lehman Parties, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to Bankruptcy Rule 9019, entry into the Settlement by the Lehman Parties and the Committee is approved; and it is further

ORDERED that, pursuant to section 105(a) of the Bankruptcy Code, the Lehman Parties and the Committee are authorized to enter into and implement the Settlement; and it is further

ORDERED that the Derivatives Claim asserted against LBSF in Claim No. 66455, which is held by LBHI, shall be reduced and allowed in the amount of \$566,506,000; the Claims Agent is authorized and directed to note the allowance of the claim in the reduced amount in the claims register maintained in these cases; and it is further

ORDERED that the derivatives claims asserted in Claim Nos. 66451, 66453, 66454, 66470, 66472, and 66476, as well as the derivatives claims asserted in Claim Nos. 66455, 66462, 66473 and 66474, shall be assigned to certain of the Lehman Parties on a final basis and reconciled in amounts not to exceed \$200 million, as set forth in a joint instruction letter to be submitted to the Claims Agent as provided in the Settlement Agreement; and it is further

ORDERED that the Derivatives Action (as defined in the Motion) is hereby withdrawn with prejudice; and it is further

ORDERED that the LBF/LBI Derivatives Action (as defined in the Motion) is hereby withdrawn with prejudice; and it is further

ORDERED that the WaMu Derivatives Action (as defined in the Motion) is hereby withdrawn with prejudice; and it is further

ORDERED that LBHI retains exclusive power to settle the SLCFC Claims on behalf of all creditors of the LBHI estates; and it is further

ORDERED that the Settlement Agreement fully and fairly resolves and releases all SLCFC Claims (as defined in the Motion) on behalf of all creditors of the LBHI estate and is binding on individual creditors with respect to any SLCFC Claims asserted or assertable against JPMCB; and it is further

ORDERED that the tolling provisions in the Tolling Agreement and Stipulated Order Relating to Fraudulent Transfer Claims of Individual LBHI Creditors [ECF No. 45685] are hereby terminated; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: \_\_\_\_\_, 2016  
New York, New York

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HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE